

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

MEMO ENDORSED

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WONG HAPING and HE XIANGHONG,
individually and on behalf of all others
similarly situated,

Plaintiffs,

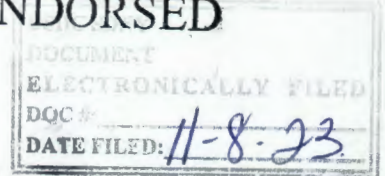
v.

17 EDUCATION & TECHNOLOGY
GROUP INC., ANDY CHANG LIU,
MICHAEL CHAO DU, DUN XIAO, TUCK
LYE KOH, QIN WEN, JIAWEI GAN, BING
YUAN, COLLEEN A. DE VRIES,
COGENCY GLOBAL INC., MORGAN
STANLEY & CO. LLC, GOLDMAN SACHS
(ASIA) L.L.C., BOFA SECURITIES, INC.,
CHINA RENAISSANCE SECURITIES
(HONG KONG) LIMITED, and TIGER
BROKERS (NZ) LIMITED,

Defendants.
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22-cv-9843 (LAK) (SDA)

Oral Argument Requested



**NOTICE OF DEFENDANTS'
MOTION TO DISMISS THE AMENDED COMPLAINT**

PLEASE TAKE NOTICE that, upon the accompanying Memorandum of Law, dated March 31, 2023; the accompanying Declaration of Robert A. Fumerton, dated March 31, 2023, and exhibits thereto; and upon all prior papers and proceedings herein, Defendants 17 Education & Technology Group Inc., Cogency Global Inc., and Colleen A. De Vries (together, "Defendants"), through their undersigned counsel, will move this Court, before the Honorable Lewis A. Kaplan, United States District Judge, at the United States Courthouse, 500 Pearl Street, New York, NY, 10007, on a date and at a time designated by the Court, pursuant to Rules 8(a) and 12(b)(6) of the Federal Rules of Civil Procedure, for an Order dismissing the Amended

Memo Endorsement

Haping v. 17 Education and Technology Group Inc., 22-cv-9843 (LAK)

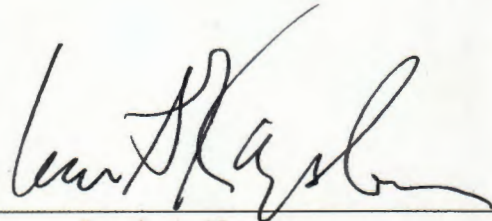
The served defendants move to dismiss the first amended complaint. In a report and recommendation dated July 20, 2023 (the "R&R"), Magistrate Judge Stewart Aaron recommended that the motion be granted on the alternative grounds that the complaint fails to state a legally sufficient claim under Section 11 of the Securities Act of 1933 and that plaintiffs' claims in any case are time-barred. He recommended also that plaintiffs' request for leave to amend in the event the complaint were dismissed be denied. Defendants object to the R&R, arguing only that the complaint adequately alleges the existence of material misstatements and omissions, and thus states a Section 11 claim, and that the claim is timely or, at least, cannot be disposed of on this motion.

I have considered the R&R carefully. In my judgment, the Magistrate Judge's conclusion that the claims are time barred is correct, that plaintiffs' objection to the recommendation should be overruled, and that the first amended complaint therefore should be dismissed. In consequence, there is no need for me to express any view with respect to the remaining bases of the R&R, which should not be taken as implying that I would have sustained any of defendants' objections to those aspects of the recommendation.

Accordingly, the served defendants' motion to dismiss the first amended complaint (Dkt 61, 64) is granted and the case dismissed as against all defendants. Plaintiffs' alternative request for leave to amend is denied.

SO ORDERED.

Dated: November 8, 2023

A handwritten signature in black ink, appearing to read "Lewis A. Kaplan", written over a horizontal line.

Lewis A. Kaplan
United States District Judge